

FILED**JUN 12 2013****BEFORE THE BOARD OF OIL, GAS AND MINING****DEPARTMENT OF NATURAL RESOURCES****SECRETARY, BOARD OF
OIL, GAS & MINING****STATE OF UTAH**

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN FIVE DRILLING)
UNITS ESTABLISHED BY THE)
BOARD'S ORDERS ENTERED IN)
CAUSES NOS. 131-51, 139-8, AND 139-)
90 IN SECTION 7, TOWNSHIP 3)
SOUTH, RANGE 1 WEST, SECTION)
27, TOWNSHIP 3 SOUTH, RANGE 2)
WEST, AND SECTIONS 17, 20, AND 29,)
TOWNSHIP 3 SOUTH, RANGE 3)
WEST, U.S.M., DUCHESNE COUNTY,)
UTAH)

FINDINGS
OF FACT, CONCLUSIONS
OF LAW, AND ORDER

Docket No. 2013-014
Cause No. 139-104

This Cause came on regularly for hearing before Cameron Johnson, Assistant Attorney General, as the Utah Board of Oil, Gas, and Mining's (the "Board") designated Hearing Examiner, on Wednesday, May 15, 2013, at the hour of 1:30 p.m. in Room 112, Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah, and regularly for hearing before the Board on Thursday, May 30, 2013, at the hour of 9:00 a.m. in the Multipurpose Room of the Uintah Basin Applied Technology College, 1100 East Lagoon Street, Roosevelt, Utah, to consider the Hearing Examiner's proposed findings of fact and conclusions of law. The following Board members were present and participated at the May 30, 2013 hearing: James T. Jensen, Chairman, Ruland J. Gill, Jr., Kelly L. Payne, Chris D. Hansen, Carl F. Kendell, Susan Davis, and Michael R. Brown. John R. Baza, Director, was present for the Utah Division of Oil, Gas and Mining (the "Division"), and Brad Hill, Oil and Gas Permitting Manager; Dustin Doucet, Petroleum Engineer,

and Clint Dworshak, Compliance Manager, were present for the Division at both hearings. The Division was represented by Steven F. Alder, Assistant Attorney General, at both hearings and the Board was represented by Michael S. Johnson, Assistant Attorney General. The petitioner, Newfield Production Company (“Newfield”), was represented by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy at both hearings, and Robbie Miller, Newfield’s Landman, and Mike Jensen, Newfield’s Reservoir Engineer, testified on behalf of Newfield at the May 15, 2013 hearing. Mr. Jensen was recognized by the Hearing Examiner as an expert reservoir engineer for the purposes of this Cause.

On April 22, 2013, QEP Energy Company (“QEP”) filed its Response and Objections of QEP Energy Company to Newfield’s Request for Agency Action filed in this Cause (the “Request”). In its Response and Objections, QEP objected to the forced pooling of its mineral interests in Sections 17, 20, and 29, Township 3 South, Range 3 West, U.S.M. (the “QEP Drilling Units”), and requested that the May 15, 2013 hearing be delayed for thirty days to facilitate negotiations of a voluntary pooling agreement. On May 14, 2013, Newfield filed a Motion to Continue Portion of Hearing (the “Motion”) requesting that the May 15, 2013 hearing on that portion of Newfield’s Request involving the pooling of the interests in the QEP Drilling Units be continued to the Board’s June 26, 2013 regularly scheduled hearing. On May 15, 2013, the Board granted Newfield’s Motion and continued the portion of the hearing on Newfield’s Request involving the pooling of the interests in the QEP Drilling Units from the Hearing Examiner’s May 15, 2013 hearing to the Board’s June 26, 2013 regularly scheduled hearing.

On May 14, 2013, Megan B. Parkinson of Lear & Lear L.L.P. filed a Notice of Appearance, appearing as counsel in this Cause for QEP. Ms. Parkinson was present on QEP’s behalf at the May 15, 2013 hearing. Several members of the public and possible mineral interest

owners in the lands and minerals subject to the Request were also present at the hearing, but chose to not participate. Other than Newfield, the Division, QEP, and the aforementioned members of the public, no other person or party filed a response to Newfield's Request and no other person or party appeared at or participated in the May 15, 2013 or May 30, 2013 hearings.

At the May 30, 2013 hearing, after considering the designated Hearing Examiner's recommended findings of fact and conclusions of law, the Board accepted the recommended findings of fact and conclusions of law and approved Newfield's request to enter an order pooling all of the mineral interests in the Subject Lands (as defined herein) as specified in the Request. The Board's vote accepting the recommended findings of fact and conclusions of law and approving Newfield's Request was unanimous.

The Board, having fully considered the designated Hearing Examiner's recommended findings of fact and conclusions of law based on the testimony adduced and exhibits received into evidence at the May 15, 2013 hearing, being fully advised by the Hearing Examiner, and good cause appearing, hereby makes the following findings of fact, conclusions of law, and order in this Cause:

FINDINGS OF FACT

1. Notices of the time, place, and purposes of the May 15, 2013 hearing and the Board's regularly scheduled May 30, 2013 hearing were mailed to all locatable interested parties by first-class mail, postage prepaid, and were duly published in the Salt Lake Tribune, Deseret Morning News, The Vernal Express, and the Uintah Basin Standard pursuant to the requirements of the Utah Administrative Code ("U.A.C.") Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.

2. The only response to Newfield's Request filed with or received by the Division or the Board was the Response and Objections of QEP Energy Company filed with the Board on April 22, 2013, and no persons or parties appeared at the May 15, 2013 and May 30, 2013 hearings in opposition to that portion of Newfield's Request in this matter involving the pooling of the interests in the drilling units encompassing Section 7, Township 3 South, Range 1 West, and Section 27, Township 3 South, Range 2 West, U.S.M. (the "Subject Lands").

3. Newfield Production Company is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

4. Under that certain Order entered on October 27, 1983, in Cause No. 131-51, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River and Wasatch formations defined as:

[T]hat interval below the stratigraphic equivalent of 9,600 feet depth in the "E" Log of the Carter #2 Bluebell well located in the SW $\frac{1}{4}$ NW $\frac{1}{4}$, Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard well located in the NW $\frac{1}{4}$ SE $\frac{1}{4}$ of said [Section 3]), to the base of the Green River-Wasatch formations

for all of subject Section 7. Under the Order entered on May 9, 2012, in Cause No. 190-90, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

[T]he interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 11, Township 2 South, Range 4 West, U.S.M.

for all of subject Section 27. The Order in Cause No. 131-51 was modified by the Order in Cause No. 139-90, which authorized up to four producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon each such drilling unit in subject Sections 7 and 27 provided that no such well be closer than 1,320 feet from an existing unit well completed in and producing from the formations and no closer than 660 feet from the drilling unit boundary.

5. The following wells have been drilled into and produce from the Lower Green River -Wasatch formation beneath the Subject Lands (the "Subject Wells"):

a. Elmer #1-7-3-1WH Well whose surface location is in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 7, and whose bottomhole location is in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of that section. First production occurred on October 15, 2012.

b. Yergensen #7-7-3-1W Well located in the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 7. First production occurred on March 1, 2012.

c. O.N. Moon #1-27-3-2W Well located in the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of subject Section 27. First production occurred on November 7, 2010.

6. The minerals in subject Section 7 are owned in fee by the private owners identified in Newfield's Land Exhibit 3-A. Newfield and the other working interest owner, Crescent Point Energy U.S. Corp. ("Crescent Point"), have leased 97.808939% of the oil and gas minerals in Section 7. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the operating agreement admitted into evidence and the record as Newfield's Land Exhibit 6 (the "JOA"), which names Newfield as Operator and voluntarily pools the working interests in Section

7. The unleased and uncommitted mineral interests in Section 7 are owned by the following parties: Melvin Keith Larsen, an heir of Reuben D. Larsen and Edith J. Larsen (0.023444% mineral interest); Michael Yergensen, an heir of Michael Yergensen, an heir of Elmer Bertel Yergensen (0.200767% mineral interest); the Shriners Hospitals for Crippled Children (0.628407% mineral interest); and the following heirs of Phyllis Goodrich, an heir of Elmer Bertel Yergensen: Cynthia Smith (0.669222% mineral interest) and Mark Torgerson (0.669222% mineral interest), all as identified in Newfield's Land Exhibit 3-A.

7. The minerals in subject Section 27 are owned by the Ute Indian Tribe, the Ute Distribution Corporation, an Indian allottee, and numerous fee (private) owners as identified in Newfield's Revised Land Exhibit 3-B. Newfield and the other working interest owner, Crescent Point, have leased 99.918477% of the oil and gas minerals in Section 27. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the JOA. The unleased and uncommitted mineral interests in Section 27 are owned by Steve Mcmannis, a presumed heir to the Estate of Betty Lou Foster (0.001395% mineral interest); the following presumed heirs of Glenda Oakden: Richard Butterfield (0.002862% mineral interest) and Rochelle Gallegos (0.002862% mineral interest); and the following presumed heirs of Ada Peterson Fenn: Laurie Fenn Miller (0.009301% mineral interest), Kenneth Lloyd Fenn (0.009301% mineral interest), Brent R. Fenn (0.009301% mineral interest), Paula Fenn Atteburg (0.009301% mineral interest), and Imogene Caperton Dean (0.037202% mineral interest), all as identified in Newfield's Revised Land Exhibit 3-B.

8. Newfield has conducted a thorough title examination of the mineral ownership in subject Sections 7 and 27 in an effort to identify and locate the owners of those interests, including Laurie Fenn Miller, Kenneth Lloyd Fenn, Brent R. Fenn, Paula Fenn Atteburg,

Imogene Caperton Dean, and Rochelle Gallegos (together, the “Unlocatable Nonconsenting Owners”). Newfield’s efforts to locate the Unlocatable Nonconsenting Owners are described in Newfield’s Land Exhibit 5-B. Despite Newfield’s diligent search, the Unlocatable Nonconsenting Owners cannot be located.

9. Pursuant to the Board’s Order issued in this Cause on April 8, 2013, notice personalized to Laurie Fenn Miller, Kenneth Lloyd Fenn, Brent R. Fenn, Paula Fenn Atteburg, Imogene Caperton Dean, and Rochelle Gallegos was published once a week for two consecutive weeks beginning on April 7, 2013, in the Salt Lake Tribune and Deseret Morning News and for two consecutive weeks beginning on April 9, 2013, and April 10, 2013, in the Uintah Basin Standard and The Vernal Express, respectively (collectively, the “Published Notice”). Newfield filed Proofs of Publication and Affidavits of Publication regarding the Published Notice on May 3, 2013. The Hearing Examiner took and the Board hereby takes official notice of the Proofs of Publication and Affidavits of Publication. The Published Notice provided notice to the Unlocatable Nonconsenting Owners of Newfield’s Request, the May 15, 2013 Hearing Examiner’s hearing, and the Board’s May 30, 2013 hearing, as well as apprising each unlocatable owner of its opportunity to lease its oil and gas minerals or to participate as an owner in the drilling of the O.N. Moon Well. The Published Notice also apprised the Unlocatable Nonconsenting Owners of the possibility that the Board may impose up to a 300% penalty on nonconsenting owners.

10. Newfield has made a good faith effort to locate the Unlocatable Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with Cynthia Smith, Mark Torgerson, Melvin Keith Larsen, Michael Yergensen, and the Shriners Hospitals for Crippled Children in subject Section 7, and Steve Mcmannis and Richard Butterfield in subject Section 27 (collectively, the “Locatable Nonconsenting Owners”) to either lease their interests or

obtain agreements for such owners to bear their proportionate share of the costs of the Elmer, Yergensen, or O.N. Moon Wells, as the case may be.

11. No Unlocatable Nonconsenting Owner and no Locatable Nonconsenting Owner (together, the “Nonconsenting Owners”) filed a response to the Published Notice or the Request or otherwise participated at the May 15, 2013 or May 30, 2013 hearings.

12. Forced pooling of the Nonconsenting Owners’ interests in the applicable drilling units comprising the Subject Lands will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

13. Evidence presented at the May 15, 2013 hearing established that the weighted average landowner’s royalty prescribed by Utah Code Ann. § 40-6-6.5(6)(a) is 16.049059% for subject Section 7, and 18.695517% for subject Section 27.

14. Newfield’s evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable. The “Prime Rate” is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

15. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$75,000, based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

16. As provided in Newfield’s Engineering Exhibits 1A, 2B, and 3C, respectively, the projected ultimate cost of drilling and completing each Subject Well is as follows: (1) Elmer #1-7-3-1WH Well, \$8,716,510; Yergensen #7-7-3-1W Well, \$4,724,554; and (3) O.N.

Moon #1-27-3-2W Well, \$4,692,234, each based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

17. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.

18. The A.A.P.L. Form 610-1989 Model Form Operating Agreement introduced into evidence and admitted to the record at the hearing as Land Exhibit 6 (JOA), is a standard form of operating agreement, which contains fair and reasonable terms and conditions and which are commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions appropriate to govern the relationship between Newfield, as the Operator of the drilling units comprising the Subject Lands and the Subject Wells, and the Consenting and Nonconsenting Owners to the extent those provisions are not inconsistent with this Order and address issues not expressly addressed in this Order.

19. Newfield's evidence established that the risks and costs of drilling and completing each Subject Well support the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is just, fair, and appropriate.

20. The Board voted unanimously to accept the Hearing Examiner's recommended findings of fact and conclusions of law and to approve Newfield's Request.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purposes of the May 15, 2013 hearing and the Board's regularly scheduled May 30, 2013 hearing was given to all interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request regarding the force pooling of the mineral interests and working interests of the Nonconsenting Owners in the Lower Green River-Wasatch formation beneath the Subject Lands, as provided herein.

4. Declaring the Subject Wells as the authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

5. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting the Request.

6. Newfield properly served all mineral interest and working interest owners having legally protected interests, and thereby entitled to notice, by either mailing copies of the Request to those owners or by serving such notice by publication.

7. The Nonconsenting Owners are deemed “nonconsenting owners,” as that term is defined in Utah Code Ann. § 40-6-2(11) as relating to the applicable Subject Wells, and are properly deemed to have refused to agree to bear their respective proportionate share of the costs of drilling and operation of such wells as provided in U.A.C. Rule R649-2-9(1).

8. Newfield, as Operator and on behalf of itself, and Crescent Point are deemed “consenting owners,” as that term is defined in Utah Code Ann. § 40-6-2(4), as relating to the applicable Subject Wells.

9. The personalized Published Notice to the Unlocatable Nonconsenting Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in the drilling of the O.N. Moon Well.

10. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Nonconsenting Owners to lease their interests or invite them to participate in an applicable Subject Well.

11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.

12. The Request and evidence adduced at the May 15, 2013 hearing establish the need for forced pooling upon terms that are just and reasonable.

13. Given the Indian (Tribal and allottee) owned minerals in subject Section 27, a communitization agreement is required to create a proration unit in that section conforming to the Order in Cause No. 139-90. An order force pooling the Nonconsenting Owners' interests in the drilling unit comprising Section 27 is required in order for Newfield and the other participating working interest and mineral interest owners to receive approval of a communitization agreement by the appropriate Federal agency pursuant to Federal regulatory guidelines.

14. Pooling the applicable interests of all applicable Consenting Owners with the applicable Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners to their just and equitable shares of the pool in the Lower Green River-Wasatch formation.

15. The forced pooling of: (1) Cynthia Smith's, Mark Torgerson's, Melvin Keith Larsen's, Michael Yergensen's, and the Shriners Hospitals for Crippled Children's interests in the drilling unit comprising subject Section 7; and Steve Mcmannis's, Laurie Fenn Miller's, Kenneth Lloyd Fenn's, Brent R. Fenn's, Paula Fenn Atteburg, Imogene Caperton Dean's, Richard Butterfield's, and Rochelle Gallegos's interests in the drilling unit comprising subject Section 27

retroactive to the dates of first production for the first Subject Well completed as a producing well in such drilling units (*i.e.*, March 1, 2012 for Section 7; and November 7, 2010 for Section 27), under the terms and conditions set forth in this Order is just and reasonable, and insures all parties will receive their fair and equitable share of production from the Subject Wells.

16. Pursuant to U.A.C. Rule R641-108-204, the Hearing Examiner and the Board may take official notice of the Proofs of Publication and Affidavit of Publication as identified in Finding of Fact No. 9.

ORDER

Based upon the Request, the testimony and evidence submitted and entered at the June 15, 2013 hearing, and the findings of fact and conclusions of law as stated above, it is therefore ordered that:

1. Newfield's Request seeking forced pooling of the Nonconsenting Owners as identified in Finding of Fact No. 11 herein in the Lower Green River-Wasatch formation beneath the Subject Lands is granted.

2. The Subject Wells as described in Finding of Fact No. 5 herein are hereby designated as the authorized wells for the drilling and spacing units comprising the Subject Lands established by the Orders in Causes Nos. 131-51 and 139-90 (the "Prior Orders").

3. Cynthia Smith, Mark Torgerson, Melvin Keith Larsen, Michael Yergensen, and the Shriners Hospitals for Crippled Children with respect to Section 7; and Steve Mcmannis, Laurie Fenn Miller, Kenneth Lloyd Fenn, Brent R. Fenn, Paula Fenn Atteburg, Imogene Caperton Dean, Richard Butterfield, and Rochelle Gallegos with respect to Section 27 are "Nonconsenting Owners" as such term is defined in Section 40-6-2(11) of the Utah Code.

4. Newfield and Crescent Point with respect to both Sections 7 and 27 are “Consenting Owners” as that term is defined in Section 40-6-2(4) of the Utah Code.

5. Operations incident to the drilling of a designated unit well upon any part of a drilling unit comprising the Subject Lands established by the Prior Orders shall be deemed for all purposes to be operations upon each separately owned tract in the drilling unit.

6. The portion of production allocated or applicable to a separately owned tract within any drilling unit comprising the Subject Lands established by the Prior Orders shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.

7. The interests of all parties in this Cause subject to the jurisdiction of the Board, specifically including each applicable Nonconsenting Owner, are pooled retroactively to the date of first production for the first applicable Subject Well completed as a producing well in an applicable drilling unit; specifically, with respect to subject Section 7, March 1, 2012 (the date of first production of the Yergensen #7-7-3-1W Well); and with respect to Section 27, November 7, 2010 (the date of first production for the O.N. Moon #1-27-3-2W Well).

8. Each owner of an interest within a drilling unit comprising the Subject Lands shall pay his allocated share of the costs incurred in drilling and operating an applicable Subject Well, including, but not limited to, the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, storage facilities, reasonable charges for administration and supervision of operations, and other costs customarily incurred in the industry, the accounting for which shall be governed by the terms of the JOA.

9. Each Nonconsenting Owner’s interest in a Subject Well shall be deemed relinquished to the applicable Consenting Owners in such well during the period of payout for the well as provided in Utah Code Ann. §§ 40-6-6.5(4)(b) and -6.5(8).

10. During such payout period for the Elmer #1-7-3-1 WH Well and the Yergensen #7-7-3-1 W Well, Cynthia Smith, Mark Torgerson, Melvin Keith Larsen, Michael Yergensen, and the Shriners Hospitals for Crippled Children shall each receive as a Nonconsenting Owner a 16.049059% royalty; and for the payout period for the O.N. Moon #1-27-3-2W Well, Steve Mcmannis, Laurie Fenn Miller, Kenneth Lloyd Fenn, Brent R. Fenn, Paula Fenn Atteburg, Imogene Caperton Dean, Richard Butterfield, and Rochelle Gallegos shall each receive as a Nonconsenting Owner an 18.695517% royalty as the landowner's royalty attributable to the drilling and spacing units comprising subject Sections 7 and 27, respectively. The landowner's royalty shall be paid to such Nonconsenting Owners until such time as the applicable Nonconsenting Owners' shares of costs, the 300% nonconsent penalty, and applicable interest charges have been fully recouped from the applicable Subject Wells, as provided in Utah Code Ann. § 40-6-6.5 and in this Order.

11. Newfield, as Operator of a Subject Well, shall furnish each Nonconsenting Owner owning an interest in the applicable Subject Well with a monthly statement regarding the Subject Well specifying: (i) the costs incurred; (ii) the quantity of oil or gas produced; and (iii) the amount of oil and gas proceeds realized from the sale of the production during the preceding month.

12. Payout occurs when the Consenting Owners who participate in the costs of drilling and completing a Subject Well in a drilling unit recoup from the Nonconsenting Owners the costs and expenses of drilling and completing each applicable Subject Well, together with the nonconsent penalty and interest, as provided for herein and under Utah Code Ann. § 40-6-6.5(4)(d).

13. The interest rate as permitted by Utah Code Ann. § 40-6-6.5(4)(d)(iii) is set to the prime rate, as set by Wells Fargo Bank in Salt Lake City, plus 2%, or if Wells Fargo Bank

ceases to exist or to report a prime rate, then the prime rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

14. Each applicable Nonconsenting Owner shall pay its proportionate share of the net costs of plugging and abandoning each applicable Subject Well, which will be and is \$75,000 per well.

15. In calculating the division of interest for each Nonconsenting Owner, the landowner's royalty shall be proportionately reduced in the ratio that the Nonconsenting Owner's interest bears to (a) the total interest in the tract and (b) further reduced in the ratio that the tract acres bear to the total acreage in the drilling unit.

16. When the applicable Consenting Owners have recovered from the production from a Subject Well the applicable Nonconsenting Owners' share of the costs of locating, drilling, completing and other costs as provided in Utah Code Ann. § 40-6-6.5(4)(d) for the well together with the nonconsent penalty as provided herein, the applicable Nonconsenting Owners' relinquished interest shall automatically revert to it, and the Nonconsenting Owner shall from that time forward own the same interest in the pertinent Subject Well and the production from it, and shall be liable for further costs of operation, as if such owner had participated in the initial drilling and completion operations. Costs of operations after payout attributable to a Nonconsenting Owner shall be paid out of production.

17. Under any circumstances where a Nonconsenting Owner has relinquished its share of production to the applicable Consenting Owners or at any time fails to take its share of production in-kind when it is entitled to do so, the Nonconsenting Owner is entitled to an accounting of the oil and gas proceeds applicable to its relinquished share of production; and

payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of cost.

18. The terms and conditions of the JOA as identified in Finding of Fact 6 herein shall control the relationship of the applicable Consenting Owners and applicable Nonconsenting Owners as to all matters not expressly identified in this Order and to the extent they are not inconsistent with this Order. In the event any of the terms of the JOA shall conflict with the terms of this Order or Utah Code Ann. § 40-6-6.5, the terms of the statute or this Order, as applicable, shall control.

19. Pursuant to U.A.C. Rules R641 and Utah Code Ann. §§ 63G-4-204 to -208, the Board has considered and decided this matter as a formal adjudication.

20. This Findings of Fact, Conclusions of Law, and Order (“Order”) is based exclusively on evidence of record in the adjudicative proceedings or on facts officially noted, and constitutes the signed written order stating the Board’s decision and the reasons for the decision, all as required by the Utah Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and U.A.C. Rule R641-109.

21. Notice re Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: The Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order is issued. Utah Code Ann. §§ 63G-4-401(3)(a) and -403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled “Agency Review—Reconsideration,” provides:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Id. The Board also hereby notifies the parties that Utah Administrative Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of that month.

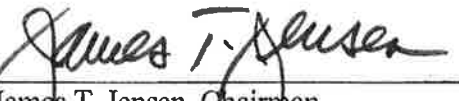
Id. See Utah Admin. Code R641-110-200 for the required contents of a petition for rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

22. The Board retains continuing jurisdiction over all the parties and over the subject matter of this Cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this Order by the Utah Supreme Court.

23. For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 12th day of June, 2013.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

By 
James T. Jensen, Chairman

CERTIFICATE OF MAILING

I hereby certify that on this 13th day of June, 2013, I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER** to be served via U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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12/16/97
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R Keith and Sharon J Mortensen TTEES
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Thoral Wardle
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Heirs of Thora Wardle
Charles Wardle
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Heirs of Thora Wardle
Vickie Hallett
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Presumed Heirs of Bonnie Dean
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Heirs and Devisees of Amy Wallace
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Verlie A Stringham McCarrell, Trustee
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Estate of R W Slemaker Jr
Margaret Ann Slemaker, Pers Rep
PO Box 163
Broken Arrow, OK 74013-0163

Mary Ellen Slemaker Benien
PO Box 701407
Tulsa, OK 74170-1407

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14388 Road D Se
Othello, WA 99344

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Kathryn, Larry, Kayla Walker
PO Box 317
Lapoint, UT 84039

Terry Lee McKenna
PO Box 71
Myton, UT 84052-0071

Clifford Denile McKenna
3841 Cobble Hollow Dr
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Longmont, CO 80501-1024

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Duchesne, UT 84021-0994

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AKA Colleen Foy Webb
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Washington, UT 84780-1076

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AKA Arabelle Foy Brown
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Gilbert, AZ 85295

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AKA Marva Mae Thompson
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Pocatello, ID 83204-2064

Colleen Horrocks
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Vernal, UT 84078-3103

Carol Horrocks Cutler
344 Stansbury St
Pocatello, ID 83201-6852

Susan Horrocks Barkus
12535 N Laramie Ln
Pocatello, ID 83202-5025

Doris Fietkau Harper
1649 Spyglass Hill Dr
Draper, UT 84020-5604

Flora Fietkau Jacobson
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Springville, UT 84663-1545

Elmira Larae Fietkau Crandall
165 N 1230 E
Springville, UT 84663-1740

Benjamin Reed Fietkau
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Highland, UT 84003-9240

Kathleen Fietkau Winget
973 S 1375 E
Springville, UT 84663-2865

Carolyn Gilbert Beus
1735 W Bench Rd
Othello, WA 99344-9797

Maxine Gilbert Ivory
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Moses Lake, WA 98837-9315

Joyce Gilbert McNeil
4659 W Baldy Dr
West Jordan, UT 84088-7836

Reva Gilbert Fowles
4852 W Opal Hill Dr
West Jordan, UT 84081-4116

Sandy Gilbert Goodwin
AKA Sandra K Goodwin
3192 Heritage Rd
Walla Walla, WA 99362-9594

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1193 S 2100 E
Springville, UT 84663-3263

Sheila Gilbert Mackay
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Redmond, WA 98052-6014

Aurilla Gilbert Christensen
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Royal City, WA 99357-9759

James Albert Gilbert
2657 W Bench Rd
Othello, WA 99344-8903

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Christina K Shiner POA
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West Jordan, UT 84084

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Woods Cross, UT 84010-8122

Dexter Lewis Tourville
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Eagle Point, OR 97524-9790

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Redding, CA 96003-7201

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Cottonwood, CA 96022-2295

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PO Box 1118
Weaverville, CA 96093-1118

Larry Dean Horrocks
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PO Box 505
Weaverville, CA 96093-0505

Loni Jenice Francis Hall
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PO Box 5093
Shasta Lake, CA 96089-5093

John David Francis Jr
6507 Mountain Side Dr
Igo, CA 96047-9724

PEC Minerals LP
14860 Montfort Dr., Suite 209
Dallas, TX 75254

Goldking Energy Partners I, LP
PO Box 671099
Dallas, TX 75367-1099

Mark Chapman
PO Box 450
Sealy, TX 77474

Audrey V Wheeler
902 Leisure World
Mesa, AZ 85206

Larry L Wheeler
6566 S. Tyko Court
Peru, IN 46970

Loren R Wheeler
220 E. 37th Street, Suite A
Boise, ID 83714

Lynn A Wheeler
PO Box 51954
Phoenix, AZ 85076

Croff Oil Company Inc
240 Saint Paul St, Suite 305
Denver, CO 80206

Presumed heirs of the Estate of
Leo William Ware
Aileen F Ware
1027 East 6160 South
Salt Lake City, UT 84121

Presumed heirs of the Estate of
Leo William Ware
Linda Kai
47-394 Hui Iwa St, Apt 2
Kaneohe, Hawaii 96744

Presumed heirs of the Estate of
Leo William Ware
Marsha Bosa
1536 West Roundup St
Apache Junction, AZ 85120

Presumed heirs of the Estate of
Leo William Ware
Michael Ware
1536 West Roundup St
Apache Junction, AZ 85120

Presumed heirs of the Estate of
Leo William Ware
Kimball Ware
6667 Cassidy Lane
West Jordan, UT 84084

Presumed heirs of the Estate of
Leo William Ware
Heidi Baer
2556 Capricorn Way
Salt Lake City, UT 84124

Presumed heirs of the Estate of
Leo William Ware
Wendy Barr
6435 Allegheny Way
Taylorsville, UT 84123

Charles Mattingly Family Trust Dated
1/23/1985,
By Farmers National Company as Agent
5110 S Yale St, Suite 400
Tulsa, OK 74135

Charles Mattingly Family Trust Dated
1/23/1985, By Intrust Bank N.A., Trustee
105 North Main St
Wichita, KS 67202

EP Energy E&P
1001 Louisiana St
Houston, TX 77002

QEP Energy Company
1050 17th St, Suite 500
Denver, CO 80202

BSNR Raptor
1001 Fannin St, Suite 2020
Houston, TX 77002

Presumed heirs of the Estate of Martha Lou
Horrocks
Terri Killian
PO Box 284
Duchesne, UT 84021

Presumed heirs of the Estate of Martha Lou
Horrocks
Jerry Miller
13735 Darnestown Rd
Gaithersburg, MD 20878

4-C Farms LLC
HC 64 Box 278
Duchesne, UT 84021

Newfield Production Company
1001 Seventeenth Street
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Denver, CO 80202

Broughton Petroleum Inc
PO Box 1389
Sealy, TX 77474-1389

Black Stone Minerals Co LP
1001 Fanin Suite 2020
Houston, TX 77002

Gallagher Headquarters
Ranch Development LTD
PO Box 1181
San Antonio, TX 78294-1811

B H C H Minerals LTD
PO Box 1817
San Antonio, TX 78296-1817

Dusty Sanderson
7802 Bennington Dr
Amarillo, TX 79119-4994

Milam Sons Minerals LLC
John B Milam Manager
PO Box 26
Chelsea, OK 74016

T C Craighead & Company
PO Box 576
Ardmore, OK 73402

Convey Minerals Inc.
Attn: Gary Nelson
c/o Highland Commercial, inc.
2733 East Parleys Way Suite 304
Salt Lake City, UT 84109

Gilbert R Horrocks
Lois Hatch Horrocks
539 E Normandy Dr
Provo, UT 84604-5956

Leland Woodrow Noble Jr
7021 West Voltaire
Peoria, AZ 85381

BIA Uintah and Ouray Agency
For Ute Distribution Corporation
PO Box 90605
Prescott, AZ 86304-9114
[Undeliverable]

Fredericksburg Royalty LTD
PO Box 1481
San Antonio, TX 78295-1481

Ute Indian Tribe
PO Box 70
Fort Duchesne, UT 84026

Doris Katheryn Huber Walker
PO Box 317
La Point, UT 84039

Robert D Noble
c/o All American Jewelry and Loan
1809 Chester Ave
Bakersville, CA 93301

JHC Trust
Donald Eugene Cobb TTEE
11988 West Marlowe Ave
Morrison, CO 80465

Douglas Richard Horrocks
PO Box 994
Duchesne, UT 84021-0994

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110 W Center St
Bountiful, UT 84010

Marilyn L Priest
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Roosevelt, UT 84066

Larue L Dansie
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St George, UT 84790-9011
[Address updated 4/22/2013]

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Fruita, Co 81521

Carl Clark Liddell
710 Murphy Dr
Alamosa, CO 81101

Ronald John Liddell
587 N 600 E 89-8
Roosevelt, UT 84066

Mary Janae Liddell Brown
464 E 8220 S
Sandy, UT 84070-0421

Karen Charlotte Liddell Opfar
259 E 800 N
Spanish Fork, UT 84660-1225

Michelle Liddell Monson
814 E 700 N
Pleasant Grove, UT 84062

Russell Dee Liddell
1855 N 240 W
Orem, UT 84057-8522

Randall Dewain Liddell
4433 Thicket Ave
North Las Vegas, NV 89031

Mindadee Liddell Porter
237 S 200 E
Santaquin, UT 84655

Sally F Berger
8635 W Sahara #2054
Las Vegas, NV 89117

Sandra Bowen Sather
2570 E Robidoux Rd
Sandy, UT 84093

Joyce Barker
1531 W Cornerstone Dr
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Rodney K Johnson
5062 Valmont Way
Herriman, UT 84096
[Undeliverable]

John P Bowen Family Trust
John P Bowen TTEE
1277 N 2500 E
Ballard, UT 84066
[Undeliverable]

Michael Keith Bowen
PO Box 1488
Belgrade, MT 59714

Andrea Butterfield
5145 Wander Lane
Holladay, UT 84114-7142

Cleon Parry Butterfield
609 S Oakview Lane
Bountiful, UT 84010

Clinton and Catherine Butterfield Trust
Clinton Butterfield
AKA Clinton Sherwood Butterfield or
Catherine Butterfield TTEES
5964 W 12900 S Herriman, UT 84096-8923

Cloyd James Butterfield
6512 New Brunswick Ave
Las Vegas, NV 89110

Christopher James Butterfield
Cloyd James Butterfield TTEE
6512 New Brunswick Ave
Las Vegas, NV 89110

Kelly Lynn Doran
FKA Kelly Lynn Butterfield
Cloyd James Butterfield TTEE
6512 New Brunswick Ave
Las Vegas, NV 89110

Trisha L Butterfield-Day
15421 S 6th Dr
Phoenix, AZ 85045-0311

Fern B Oberhansley
HC 66 Box 45
Neola, UT 84053-9601

Fawn B Coltharp Family Living Trust
DTD 5/25/2000, Amended 1/26/2005
Frances C Loos, Mary C Brinkerhoff or
Patricia Gilson TTEES
2142 Eastwood
Ogden, UT 84403-5359

Heiman and Kaye Cheim Trust
DTD 5/9/1984
Heiman Cheim individually and as TTEE
PO Box 990
Marysville, CA 95901

Judy Jeniel Funk
FKA Judy Jeniel Butterfield
37 N 620 S
Orem, UT 84058

Barbara Bowen Houshmand
856 Gehrke Rd
Port Angeles, WA 98362

DOI-ONRR BIA Uintah/AGCY (134206)
Heirs of John Sullivan MUNC 533 BIA
6086
PO Box 91066
Prescott, AZ 86304
[Undeliverable]

Mark Chapman
PO Box 450
Sealy, TX 77474-0450

Henry Lamar Jones and Jo Viviane Jones, JT
21 Grandview Court
Great Falls, MT 59404-4902

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PO Box 204028
Dallas, TX 75320-4028

EP Energy E&P Company LP
PO Box 200861
Houston, TX 77216

Charles Mattingly Family Trust Dated
1/23/1985, By Intrust Bank N.A., Trustee
Box 1
Wichita, KS 67201-5001

Charles Mattingly Family Trust Dated
1/23/1985, By Farmers National Company
as Agent
5110 S Yale Street, Suite 400
Tulsa, OK 74135

BSNR Raptor LP
PO Box 202250
Dallas, TX 75320-2250

George G. Vaught, Jr.
PO Box 13557
Denver, CO 80201-3557

Tonna Lee Bowen
103 Esplande
San Clemente, CA 92672

Richard Miller, A-I-F for Billie Miller
Bowen, Ind. And as per Rep. of the Estate of
Bruce J. Bowen Dec. 1920
162nd Avenue KP S
Lakebay, WA 98349
[Undeliverable]

Analisa Palmer, Ind. And as Suc. TR Of the
Bruce J. Bowen Irrevocable trust
7308 Ponderosa Drive
Salt Lake City, UT 84121

Dianna Bowen
11810 South 2700 West
Riverton, UT 84065

Audrey Wheeler, Ind. And as Trustees of the
Wheeler Trust DTD 8/25/1986
902 Leisure World
Mesa, AZ 85206

Larry L. Wheeler
6566 S. Tyko Court
Peru, IN 46970

Loren R. Wheeler
220 E. 37th Street, Suite A
Boise, ID 83714

Lynn A. Wheeler
PO Box 51954
Phoenix, AZ 85076

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Representative
Of the Estate of Gerald Ken Leavitt,
Deceased
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% WAH Royalty Company, Agent
PO Box 1077
San Antonio, TX 78294-1811
[Undeliverable]

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Pocatello, ID 83204

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Lori Lee Swenson
PO Box 2774
Mills, WY 82644

Tracy Lee Markham Sherrill
39643 N. 10th Street
Anthem, AZ 85086

Anna Lee Markham
8986 River Road
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John A Swasey
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Duchesne, UT 84021-9501

Amanda S Prows
And Arvin Ronald Prows JT
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Grantsville, UT 84029

Gillespie Family Trust DTD 12/22/05
Ardell Swasey Gillespie TTEE
175 E 475 N
North Salt Lake, UT 84054

Thompson Family Trust DTD 2/3/10
Stephen W and Donna S Thompson TTEES
HC 65 Box 730165
Talmage, UT 84073

Swasey Family Trust DTD 11/29/10
George L and Jeanette Swasey TTEES
HC 64 Box 147
Duchesne, UT 84021

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1911 S 910 W Apt C
Syracuse, UT 84075-9364
[Address updated 4/16/2013]

Maxine Jensen
816 S 1600 W
Provo, UT 84601

Robert S and Margeo S Howell Fam Trust
DTD 4/15/11
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2082 E Parkway Ave
Salt Lake City, UT 84109

Reese S Howell
2082 E Parkway Ave
Salt Lake City, UT 84109

Mary H Hoss
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PO Box 2157
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Calvin P Gaddis
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[Undeliverable]

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Allen Forbes Noble
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Colville, WA 99114

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Gary Hansen, Trustee
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West Jordan, UT 84084

Idaho Youth Ranch
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Boise, ID 83706-1213
[Address updated 6/10/2013]

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PO Box 21468
Tulsa, OK 74121-1468

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Alan Blood, Dec. Stoel Rives LLP
201 S. Main Street, Suite 1100
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Denver, CO 80202-3905